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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 777.
FILED, AUGUST 1st. 1962

AUG 17 1962

SAN ANTONIO GOLD MINES LIMITED

Full corporate name of Company
Incorporated by Letters Patent under the Manitoba Companies Act
31st July, 1931

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) A change in the Board of Directors (b) Change in the Head Office and Executive Office (c) Purchase of shares in other companies.												
2. Head office address and any other office address.	Head Office - Bissett, Manitoba Executive Office - Room 403, 67 Yonge Street, Toronto, Ontario												
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" attached on page 2.												
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 2,500,000 shares of a par value of \$1.00 each Issued - 2,393,034 shares												
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None												
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None												
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N/A												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	N/A												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue the operation of its producing gold mine at Bissett, Manitoba, and the exploration and development of the claims held by its subsidiaries, Forty-four Mines Limited, Portage Avenue Gold Mines Limited and Jeep Gold Mines Limited												
10. Brief statement of company's chief development work during past year.	Since the commencement of the current year to 31st May, 1962, the following is a record of the production: <u>San Antonio Gold Mines Limited</u> <table><tr><td><u>Tons Milled</u></td><td><u>Gold Produced</u></td><td><u>Estimated Value</u></td></tr><tr><td>44,781</td><td>10,255.90 oz.</td><td>\$ 445,601.69</td></tr></table> <u>Forty-four Mines Limited</u> <table><tr><td><u>Tons Milled</u></td><td><u>Gold Produced</u></td><td><u>Estimated Value</u></td></tr><tr><td>19,097</td><td>3,752.32 oz.</td><td>\$ 177,888.79</td></tr></table>	<u>Tons Milled</u>	<u>Gold Produced</u>	<u>Estimated Value</u>	44,781	10,255.90 oz.	\$ 445,601.69	<u>Tons Milled</u>	<u>Gold Produced</u>	<u>Estimated Value</u>	19,097	3,752.32 oz.	\$ 177,888.79
<u>Tons Milled</u>	<u>Gold Produced</u>	<u>Estimated Value</u>											
44,781	10,255.90 oz.	\$ 445,601.69											
<u>Tons Milled</u>	<u>Gold Produced</u>	<u>Estimated Value</u>											
19,097	3,752.32 oz.	\$ 177,888.79											
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None												

SCHEDULE 'A'

(a) At a meeting of the Board of Directors held 7th May, 1962, the following officers and directors resigned:

President and Director	John D. Perrin, Sr., Winnipeg, Manitoba
Vice-President and Director	Norman C. Urquhart, Toronto, Ontario
Secretary-Treasurer	Mrs. A.E. Hacking, Winnipeg, Manitoba
Director	Jules R. Timmins, Montreal, Quebec
Director	John D. Perrin, Jr., Winnipeg, Manitoba
Director	Daniel Sprague, Winnipeg, Manitoba

The present officers and directors are:

President and Director	Victor H. Waddell, 103 Avenue Road, Toronto, Ontario	Customers' Man, J.P. Cannon & Co. Limited, Toronto
Vice-President and Director	Maurice Forget, 3493 Atwater, Apt. 18, Montreal, Quebec	Senior Partner, Forget & Forget, Members, Montreal and Canadian Stock Exchanges
Secretary-Treasurer and Director	Everett E. Ott, R.R. #1, Unionville, Ontario	Certified Public Accountant
Director	J. Arthur Dupont, 771 Laird Avenue, Mount Royal, Montreal, Quebec	Director, Craig, Forget & Co. Ltd., Montreal Stock Brokers; Director, Windsor Hotel, Montreal, Quebec
Director	Max Isaacs, 2380 St. Louis, Ville St. Laurent, Montreal, Quebec	Mining Executive

(b) The Executive Office has been changed from 237 Curry Building, Winnipeg, Manitoba, to Suite 403, 67 Yonge Street, Toronto, Ontario.

FINANCIAL STATEMENTS

SAN-ANTONIO GOLD MINES LIMITED

(NO PERSONAL LIABILITY)

BALANCE SHEET AS AT APRIL 30, 1962

ASSETS

Current Assets

Cash on hand and in banks.	\$ 157,377.62	
Bullion on hand.	109,793.87	
Account receivable under The Emergency Gold Mine Assistance Act.	64,592.61	
Accounts receivable.	10,142.19	
Inventory of Stores and Supplies, valued at the lower of cost or market.	206,978.05	
Prepaid expenses	<u>34,284.95</u>	\$ 583,169.29

Accounts Receivable From Affiliated Companies

Forty-Four Mines Limited	699,160.03	
The Jeep Gold Mines Limited	1,969.50	
Portage Avenue Gold Mines Limited	<u>33.20</u>	701,162.73

Investments in Shares of Affiliated Companies at Cost

Forty-Four Mines Limited	811,842.17	
The Jeep Gold Mines Limited	244,400.00	
Portage Avenue Gold Mines Limited	<u>76,079.37</u>	1,132,321.54

Fixed Assets

Mining properties - at cost.		1,879,874.87
Building, machinery and equipment - at cost.	\$2,316,031.89	
Accumulated depreciation	<u>2,233,671.51</u>	<u>82,360.38</u>
		1,962,235.25

Deferred Development Expense

At cost, less amounts written off.		<u>3,869.19</u>
		<u>\$4,382,758.00</u>

LIABILITIES

Current Liabilities

Accounts payable and accrued liabilities		80,861.20
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Shareholders' Equity

Capital Stock -		
Authorized		
2,500,000 shares of a par value of \$1.00 each	<u>\$2,500,000.00</u>	
Issued and Fully Paid		
2,393,034 shares	<u>\$2,393,034.00</u>	
Retained earnings	<u>1,908,862.80</u>	<u>\$4,301,896.80</u>
		<u>\$4,382,758.00</u>

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

Director

Director

SAN ANTONIO GOLD MINES LIMITED

STATEMENT OF EARNINGS

FOR THE FOUR MONTHS ENDED APRIL 30, 1962

		<u>Per Ounce of Gold Milled 6,228.99 Ounces.</u>	<u>Per Ton of Ore Milled 28,676 Tons</u>
<u>Revenue</u>			
Bullion production, less marketing costs	\$300,589.26	\$36.53	\$ 8.22
Amount recoverable under the Emergency Gold Mining Assistance Act.	<u>46,557.84</u>	<u>5.66</u>	<u>1.27</u>
	\$347,147.10	\$42.19	\$ 9.49
<u>Expenditures</u>			
Mine development	\$ 1,590.67		
Mining	204,884.09		
Milling	76,820.26		
Exploration of outside properties	3,351.84		
Administration	<u>5,798.13</u>		
	292,444.99		
Sundry Income - Net	<u>2,325.82</u>	<u>35.26</u>	<u>7.93</u>
	\$ 57,027.93	\$ 6.93	\$ 1.56
Depreciation on Buildings, Machinery & Equipment	\$ 5,882.98		
Deferred Development costs written off	<u>311.91</u>	<u>6,194.89</u>	<u>.75</u>
	<u>\$ 50,833.04</u>	<u>\$ 6.18</u>	<u>\$ 1.39</u>

SAN ANTONIO GOLD MINES LIMITED

STATEMENT OF RETAINED EARNINGS

FOR THE FOUR MONTHS ENDED APRIL 30, 1962

Balance - December 31, 1961	\$1,858,029.76
Net Earnings for the Period	<u>50,833.04</u>
Balance April 30, 1962	<u>\$1,908,862.80</u>

SAN-ANTONIO GOLD MINES LIMITED
STATEMENT OF SOURCE AND USE OF FUNDS
FROM JANUARY 1, 1962 TO APRIL 30, 1962

	<u>April 30</u> <u>1962</u>	<u>December 31</u> <u>1961</u>	<u>Increase or</u> <u>(Decrease)</u>
Current assets	\$583,169.29	\$595,222.20	(\$12,052.91)
Current Liabilities	<u>80,861.20</u>	<u>94,382.85</u>	<u>13,521.65</u>
	<u>\$502,308.09</u>	<u>\$500,839.35</u>	<u>\$ 1,468.74</u>

Use of Funds

Increases in Advances to Affiliated Companies	\$ 55,290.96	
Deduct: Portion representing depreciation expenses allocation.	<u>3,078.99</u>	52,211.97
Addition to fixed assets.		<u>3,347.22</u>
		<u>\$55,559.19</u>

Source of Funds

Net earnings for the four months		\$ 50,833.04	
Add: Depreciation - not requiring cash outlay.	\$ 9,273.88		
Less: Portion charged to Affiliated Company.	<u>3,078.99</u>	<u>6,194.89</u>	<u>57,027.93</u>
Increase in Working Capital			<u>\$ 1,468.74</u>

SAN ANTONIO GOLD MINES LIMITED
SCHEDULE OF SHARES IN OTHER COMPANIES
AS AT JUNE 8, 1962

Investments in Shares of Affiliated Companies

<u>Name</u>	<u>No. Shares</u>	<u>Cost or</u> <u>Book Value</u>	<u>Market Value</u> <u>June 8, 1962</u>
Forty-Four Mines Limited	2,463,538	811,842.17	\$615,884.50
The Jeep Gold Mines Limited	1,000,000	244,400.00	Nil.
Fortage Avenue Gold Mines Ltd.	585,500	<u>76,079.37</u>	<u>Nil.</u>
		<u>\$1,132,321.54</u>	<u>\$615,884.50</u>

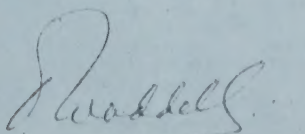
Investments in Shares of Other Companies

<u>Name</u>	<u>No. Shares</u>	<u>Cost</u>	<u>Market Value</u> <u>June 8, 1962</u>
Canadian Iron Foundries Ltd.	1,200	26,760.00	25,200.00
Chromium Mining & Smelting Corp. Limited	22,100	113,435.00	106,080.00
S. K. D. Manufacturing Co. Ltd.	8,500	<u>109,187.50</u>	<u>134,937.50</u>
		<u>\$249,382.50</u>	<u>\$266,217.50</u>

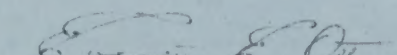
San Antonio Gold Mines Limited

There have been no material changes in the items on the balance sheet since the date thereof, except the purchase of the following shares of Other Companies.

- 1,200 Shares Canadian Iron Foundries Limited.
- 22,100 Shares Chromium Mining & Smelting Corp. Limited.
- 8,500 Shares S. K. D. Manufacturing Company Limited.



Director



Director

14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A																																								
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Bache & Company, 360 Bay Street, Toronto 194,800 shares Breckenridge, McDonald & Company, 19 Richmond Street W. Toronto 121,400 shares J.P. Cannon & Co. Limited, 372 Bay Street, Toronto 96,650 shares Davidson & Company, 25 Adelaide Street West, Toronto 71,605 shares Jackson McFadyen Securities Ltd., 455 Craig St. Montreal, Que. 63,500 shares The signatories hereto are advised that Gwillim Lake Gold Mines Limited, 67 Yonge Street, Toronto, Roxton Mining & Development Co. Ltd., 67 Yonge Street, Toronto and Max Isaacs, 2380 St. Louis, Ville St. Laurent, Montreal, Quebec, beneficially own or control the majority of the shares registered in the above brokers' names. They have no knowledge of the names of the owners of the balance of the shares.																																								
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The signatories hereto are advised that Gwillim Lake Gold Mines Limited, 67 Yonge Street, Toronto and Roxton Mining & Development Company Limited, 67 Yonge Street, Toronto and Max Isaacs, 2380 St. Louis, Ville St. Laurent, Montreal, Quebec, voting together, are in a position to materially affect control of the Company.																																								
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th><u>Affiliated Companies</u></th><th><u>No. Shares</u></th><th><u>Cost or Book Value</u></th><th><u>Market Value June 8, 1962</u></th></tr></thead><tbody><tr><td>Forty-Four Mines Limited</td><td>2,463,538</td><td>811,842.17</td><td>615,884.50</td></tr><tr><td>The Jeep Gold Mines Limited</td><td>1,000,000</td><td>244,400.00</td><td>nil</td></tr><tr><td>Portage Avenue Mines Limited</td><td>585,500</td><td>76,079.37</td><td>nil</td></tr><tr><td></td><td></td><td><u>\$1,132,321.54</u></td><td><u>\$615,884.50</u></td></tr><tr><td colspan="4"><u>Other Companies</u></td></tr><tr><td>Canadian Iron Foundries Ltd.</td><td>1,200</td><td>26,760.00</td><td>25,200.00</td></tr><tr><td>Chromium Mining & Smelting Corp. Ltd.</td><td>22,100</td><td>113,435.00</td><td>106,080.00</td></tr><tr><td>S.K.D. Manufacturing Co. Ltd.</td><td>8,500</td><td>109,187.50</td><td>134,937.50</td></tr><tr><td></td><td></td><td><u>\$249,382.50</u></td><td><u>266,217.50</u></td></tr></tbody></table>	<u>Affiliated Companies</u>	<u>No. Shares</u>	<u>Cost or Book Value</u>	<u>Market Value June 8, 1962</u>	Forty-Four Mines Limited	2,463,538	811,842.17	615,884.50	The Jeep Gold Mines Limited	1,000,000	244,400.00	nil	Portage Avenue Mines Limited	585,500	76,079.37	nil			<u>\$1,132,321.54</u>	<u>\$615,884.50</u>	<u>Other Companies</u>				Canadian Iron Foundries Ltd.	1,200	26,760.00	25,200.00	Chromium Mining & Smelting Corp. Ltd.	22,100	113,435.00	106,080.00	S.K.D. Manufacturing Co. Ltd.	8,500	109,187.50	134,937.50			<u>\$249,382.50</u>	<u>266,217.50</u>
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18. Brief statement of any lawsuits pending or in process against company or its properties.	None																																								
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																																								
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares mentioned in paragraph 17 above under the heading "Other Companies" were purchased on the Toronto Stock Exchange on margin as follows: <u>S.K.D. Manufacturing Co. Ltd.</u> 6,500 from Gwillim Lake Gold Mines Ltd., of which Messrs. Victor H. Waddell, Max Isaacs and Everett E. Ott are directors 2,000 from an account in which Mr. Isaacs had an interest <u>Canada Iron Foundries Ltd.</u> 1,200 from an account in which Mr. Isaacs had an interest <u>Chromium Mining & Smelting Corp. Ltd.</u> 21,700 from Gwillim Lake Gold Mines Ltd. of which Messrs. Victor H. Waddell, Max Isaacs and Everett E. Ott are directors. The aforesaid shares were purchased through a member firm of the Toronto Stock Exchange with which Victor H. Waddell, the President of the Company is employed as a Customer's Man. Mr. Waddell consequently earned a commission as the result of the transactions at the usual rate permitted by the regulations of the said Exchange. By a resolution of the directors of the Company the said President, Victor H. Waddell, was given unlimited discretionary power to purchase and sell securities for and on behalf of the Company. This resolution and the aforesaid share purchase transactions were approved at a special general meeting of the shareholders of the Company called for that purpose. It is the Company's intention to rescind the resolution vesting discretionary power solely in the President and replace it with a resolution establishing an Investment Committee composed of at least three of the directors. There are no other material facts. The shares of the Company are not in the course of primary distribution.																																								

CERTIFICATE OF THE COMPANY

DATED 12th June, 1962

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

SAN ANTONIO GOLD MINES LIMITED
"V.H. Waddell" CORPORATE SEAL
"E.E. Ott"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 883.
FILED, FEBRUARY 27th, 1963.

SAN ANTONIO GOLD MINES LIMITED

Full corporate name of Company
Incorporated by Letters Patent under the Manitoba Companies Act
31st July, 1931

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 777.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

APR 11 1963

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option Agreement (See Item 6) Sale of Investments (See Item 17) Proposed increase in authorized capital to 5,000,000 shares.		
2. Head office address and any other office address.	Head Office - Executive Office -	Bissett, Manitoba Room 403, 67 Yonge Street, Toronto, Ontario	
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Vice President and Director	Donald G. Lawson 18 Stratheden Rd. Toronto, Ontario	Vice President Moss, Lawson & Co. Limited, Toronto, Ont.
	Secretary-Treasurer and Director	Everett E. Ott R.R.#1 Unionville, Ont.	Certified Public Accountant
	Director	Walter W. Davison 246 Glen Manor Drive Toronto, Ont.	Director Thomson, Kernaghan & Co. Limited Toronto, Ont.
	Director	William P. Somers 31 Glengrove Ave. W. Toronto 12, Ont.	Solicitor Osler, Hoskin & Har- court
	Director	Max Isaacs 2380 St. Louis Ville St. Laurent Montreal, Quebec	Occupation and where- abouts unknown
	It is intended to replace Mr. Isaacs as a Director at the next Annual Meeting of shareholders.		
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 2,500,000 shares of a par value of \$1.00 each Issued - 2,393,034 shares		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Morgan Securities Ltd. on its own behalf as to 30% and on behalf of Thomson, Kernaghan & Co. Ltd. as to 30%, Moss, Lawson & Co. Ltd. as to 10%, Sterling-Atkins Limited as to 10%, Patrick Sheridan as to 5% and L.J. Forget & Co. as to 15% have agreed to underwrite 100,000 shares at 30 cents, payable forthwith after the effective date and subject to an increase in the authorized capital of the Company to 5,000,000 shares have been granted options on 100,000 shares at 30 cents for 3 months, 200,000 shares at 35 cents for 6 months, 200,000 shares at 40 cents for 9 months. (See item 20)		
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only persons having a greater than 5% interest in Morgan Securities Limited are J.E. Houston, R.H. Tetlaw and H. Gibson; Thomson Kernaghan & Co. Limited, Moss, Lawson and Co. Limited and Sterling Atkins Limited are members of the Toronto Stock Exchange and L.J. Forget & Co. is a member of the Montreal Stock Exchange. Patrick Sheridan is a partner in the member firm of Barclay & Crawford.		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	N/A		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue the operation of its producing gold mine at Bissett, Manitoba. The funds provided by the underwriting and option agreement will be used to augment working capital and for expanded exploration and development at the Company's producing mine.		

FINANCIAL STATEMENTS

SAN-ANTONIO GOLD MINES LIMITED

BALANCE SHEET AS AT DECEMBER 31, 1962

ASSETS

Current Assets

Cash on hand and in Banks	\$	77,799.13	
Bullion in Transit		94,564.51	
Accounts receivable under the Emergency Gold Mining Assistance Act		65,391.56	
Accounts Receivable		8,172.95	
Inventory of stores and supplies, valued at the lower of cost or market		180,302.46	
Prepaid Expenses		<u>18,090.45</u>	\$ 444,321.06

Accounts Receivable From Affiliated Companies

Forty-Four Mines Limited	\$	760,504.71	
The Jeep Gold Mines Limited		2,785.52	
Portage Avenue Gold Mines Limited		<u>8,335.56</u>	\$ 771,625.79

Investments in Shares of Affiliated Companies at Cost

Forty-Four Mines Limited (Market Value \$418,801.46)	\$	811,842.17	
The Jeep Gold Mines Limited (Market Value - Nil)		244,400.00	
Portage Avenue Gold Mines Limited (Market Value - Nil)		<u>76,079.37</u>	\$1,132,321.54
Other Investments (Market Value 9,832.50)			10,000.00

Fixed Assets

Mining Properties at Cost		\$1,879,874.87	
Building Machinery & Equipment at Cost	\$2,321,055.57		
Less Accumulated Depreciation	<u>(2,250,846.82)</u>	<u>70,208.75</u>	\$1,950,083.62
Deferred Development Expenses			
At Cost, Less amounts Written Off			<u>1,750.98</u>
			<u>\$4,310,102.99</u>

LIABILITIES AND CAPITAL

Current Liabilities

Accounts Payable	\$	50,350.35	
Payroll Payable		27,787.58	
Demand Loan Payable		<u>16,000.00</u>	\$ 94,137.93

Shareholders' Equity

Capital Stock			
Authorized			
2,500,000 Shares of a Par Value of \$1.00 each		<u>\$2,500,000.00</u>	
Issued and Fully-Paid			
2,393,034 Shares		\$2,393,034.00	
Earned Surplus April 30, 1962	\$1,908,335.72		
Add Net Profit (From May 1, 1962 to Dec 31, 1962)	<u>82,995.38</u>		
	\$1,991,331.10		
Less Loss on Sale of Investments	<u>(168,400.04)</u>	<u>1,822,931.06</u>	<u>4,215,965.06</u>
			<u>\$4,310,102.99</u>

SAN-ANTONIO GOLD MINES LIMITED
STATEMENT OF SOURCE AND USE OF FUNDS
FROM MAY 1, 1962 to DECEMBER 31, 1962

	<u>April 30</u> <u>1962</u>	<u>December 31</u> <u>1962</u>	<u>Increase or</u> <u>(Decrease)</u>
Current assets	\$583,169.29	\$444,321.06	(\$138,848.23)
Current Liabilities	<u>80,861.20</u>	<u>94,137.93</u>	<u>13,276.73</u>
	<u>\$502,308.09</u>	<u>\$350,183.13</u>	<u>(\$152,124.96)</u>
<u>Use of Funds</u>			
Increase in Advances to Affiliated Companies		\$ 70,463.06	
Deduct: Portion representing depreciation expenses allocation.		<u>5,783.19</u>	\$ 64,679.87
Addition to Fixed Assets			5,023.68
Purchase of shares in Other Companies			<u>249,382.50</u>
			\$319,086.05
<u>Source of Funds</u>			
Net earnings for eight months		\$ 82,995.38	
Add: Depreciation - net requiring cash outlay	\$ 19,293.52		
Less: Portion charged to Affiliated Company	<u>5,783.19</u>	13,510.33	
Sale of Shares in Other Companies		<u>70,455.38</u>	<u>166,961.09</u>
<u>Decrease in working Capital</u>			<u>\$152,124.96</u>

SAN-ANTONIO GOLD MINES LIMITED

STATEMENT OF EARNINGS

FROM MAY 1, 1962 to DECEMBER 31, 1962.

		Per ounce of gold milled 17,254.81 ounces	Per ton of ore milled 71,522 tons
<u>Revenue</u>			
Bullion production, less marketing costs	\$576,251.75	\$33.39	\$ 8.06
Amount recoverable under The Emergency Gold Mining Assistance Act	<u>124,091.15</u>	<u>7.13</u>	<u>1.74</u>
	\$700,342.90	\$40.52	\$ 9.80
<u>Expenditures</u>			
Mine development	\$51,813.53		
Mining	382,545.39		
Milling	143,006.74		
Exploration of outside properties	5,726.22		
Administration	<u>23,804.71</u>		
Sundry Income - net	<u>\$606,896.59</u> <u>(3,059.49)</u>	<u>603,837.10</u>	<u>35.00</u>
	\$ 96,505.80	\$ 5.52	\$ 1.36
Depreciation on Buildings, machinery and equipment	\$ 12,734.58		
Deferred Development costs written off	<u>775.84</u>	<u>13,510.42</u>	<u>.78</u>
			<u>.19</u>
<u>NET EARNINGS FOR THE PERIOD</u>	<u>\$ 82,995.38</u>	<u>\$ 4.74</u>	<u>\$ 1.17</u>

SAN-ANTONIO GOLD MINES LIMITED
SCHEDULE OF SHARES IN OTHER COMPANIES
AS AT DECEMBER 31, 1962

Investments in Shares of Affiliated Companies

<u>Name</u>	<u>No. Shares</u>	<u>Cost or Book Value</u>	<u>Market Value Dec. 31, 1962</u>
Forty-Four Mines Limited	2,463,538	\$ 811,842.17	\$418,801.46
The Jeep Gold Mines Limited	1,000,000	244,400.00	N11
Portage Avenue Gold Mines Limited	585,500	76,079.37	N11
		<u>\$1,132,321.54</u>	<u>\$418,801.46</u>

Investment in Shares of Other Companies

<u>Name</u>	<u>No. Shares</u>	<u>Cost</u>	<u>Amount Written Off</u>	<u>Cost or Book Value</u>	<u>Market Value Dec. 31, 1962</u>
S. K. D. Manufacturing Co Ltd	3,450	\$44,317.32	\$34,317.32	\$10,000.00	\$ 9,832.50
		<u>\$44,317.32</u>	<u>\$34,317.32</u>	<u>\$10,000.00</u>	<u>\$ 9,832.50</u>

SCHEDULE OF SHARES BOUGHT & SOLD
FROM MAY 1, 1962 TO DECEMBER 31, 1962

<u>Name</u>	<u>No. of Shares Bought</u>	<u>Cost</u>	<u>No. of Shares Sold</u>	<u>Amount Received</u>
Canada Iron Foundries Limited	1,200	\$ 26,760.00		
Chromium Mining & Smelting Corp Ltd	22,100	113,435.00		
S. K. D. Manufacturing Co Limited	8,500	109,187.50		
Canadian Iron Foundries Limited			1,200	\$23,023.42
Chromium Mining & Smelting Corp Ltd			22,100	34,658.70
S. K. D. Manufacturing Co Limited			5,050	12,773.26
		<u>\$249,382.50</u>		<u>\$70,455.38</u>

APPROVED ON BEHALF OF THE BOARD


 Director


 Director

Statement of any material changes in the items on the Balance Sheet since the date thereof December 31, 1962

This is to certify that there is no material change in the items on the Balance Sheet of San-Antonio Gold Mines Limited since the date thereof December 31, 1962.

ON BEHALF OF THE BOARD


 Director


 Director

10. Brief statement of company's chief development work during past year.	The following is a record of production for the year ended December 31, 1962:																														
		<u>Tons Milled</u>	<u>Gold Produced</u>																												
	San Antonio Gold Mines Ltd.	100,198	23,483.80 oz																												
	Forty-Four Mines Ltd.	35,208	6,854.70 oz.																												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None																														
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A																														
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																														
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A																														
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Bache & Company	360 Bay Street, Toronto, Ontario	285,100																												
	Davidson & Company	25 Adelaide Street, Toronto, Ontario.	116,900																												
	Thomson, Kernaghan & Co. Ltd.	365 Bay Street, Toronto, Ontario	115,835																												
	James Richardson & Sons	173 Portage Ave. East, Winnipeg 2, Man.	89,731																												
	Breckenridge, McDonald & Company	19 Richmond Street West, Toronto, Ontario	87,933																												
	Beneficial owners of the above shares are unknown.																														
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Upon receiving proxies from large shareholders, present management expects to be able to materially affect control of the Company.																														
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	During the period from May 1, 1962 to December 31, 1962, the Company purchased 1,200 shares Canada Iron Foundries Ltd. at a cost of \$26,760.00 and sold same for \$23,023.42; purchased 22,100 shares of Chromium Mining & Smelting Corp. Ltd. at a cost of \$113,435.00 and sold same for \$34,658.70; and purchased 8,500 shares of S.K.D. Manufacturing Co. Ltd. at a cost of \$109,187.50 and sold 5,050 of these shares for \$12,773.26. The cost of the balance of 3,450 shares of S.K.D. Mfg. Co. Ltd. has been written down to \$10,000, the approximate market value. The Company now owns the following securities:- <table> <tr> <th>Affiliated Companies</th><th>No. of Shares</th><th>Cost of Book Value</th><th>Market Value Dec. 31/62</th></tr> <tr> <td>Forty-Four Mines Ltd.</td><td>2,463,538</td><td>\$811,842.17</td><td>\$418,801.46</td></tr> <tr> <td>Jeep Gold Mines Ltd.</td><td>1,000,000</td><td>244,400.00</td><td>Nil</td></tr> <tr> <td>Portage Avenue Mines Ltd.</td><td>586,600</td><td>76,079.37</td><td>Nil</td></tr> <tr> <td></td><td></td><td>\$1,132,321.54</td><td>\$418,801.46</td></tr> <tr> <td>Other Companies</td><td></td><td></td><td></td></tr> <tr> <td>S.K.D. Manufacturing Co. Ltd.</td><td>3,450</td><td>\$ 10,000.00</td><td>\$9,832.50</td></tr> </table>			Affiliated Companies	No. of Shares	Cost of Book Value	Market Value Dec. 31/62	Forty-Four Mines Ltd.	2,463,538	\$811,842.17	\$418,801.46	Jeep Gold Mines Ltd.	1,000,000	244,400.00	Nil	Portage Avenue Mines Ltd.	586,600	76,079.37	Nil			\$1,132,321.54	\$418,801.46	Other Companies				S.K.D. Manufacturing Co. Ltd.	3,450	\$ 10,000.00	\$9,832.50
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Other Companies																															
S.K.D. Manufacturing Co. Ltd.	3,450	\$ 10,000.00	\$9,832.50																												
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																														
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																														
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The Company is calling a meeting of Shareholders to be held April 5th, 1963, for the purpose of approving (1) an increase in the authorized capital to 5,000,000 shares (2) a by-law permitting the sale of unissued Treasury shares at a discount of not more than 75% of par value of \$1.00 (3) the underwriting and option agreement referred to in Item 6. The agreement with Morgan Securities Ltd. shall become effective upon approval by Shareholders of the agreement and confirmation by Shareholders of a by-law permitting sale of the unissued shares of the company at a discount and the filing of same with the Provincial Secretary of the Province of Manitoba. Upon the agreement becoming effective, the shares of the company will be in the course of primary distribution.																														

CERTIFICATE OF THE COMPANY

DATED 26 27, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"D.G. Lawson"

"E.E. Ott"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"J.E. Houston"

"H. Gibson"

fl
HDS

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 963.
FILED-AUGUST 15th, 1963.

SAN ANTONIO GOLD MINES LIMITED
Full corporate name of Company

Incorporated by Letters Patent under the Manitoba Companies Act, 31st July, 1931
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

Reference is made to previous
Filing Statement No. 883
SEP 16 1963

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Lease of Mining property from Forty-Four Mines Limited. See Item 19 Agreement with Province of Manitoba for advances. See Item 5
2. Head office address and any other office address.	Head Office - Bissett, Manitoba Executive Office - Room 405, 67 Yonge Street Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President Ralph G. HENDERSON, Resident Partner, and Director 9 Bayview Wood, Bache & Company, Toronto, Ontario. Toronto, Ontario. Vice-President Cecil A. BURNS, Consulting Mining and Director 23 Tanager Avenue, Geologist Toronto, Ontario. Director Donald G. LAWSON, Vice-President, 18 Stratheden Rd., Moss, Lawson & Co., Toronto, Ontario Ltd., Toronto, Ont. Director Walter W. DAVISON, Director - Thomson, 246 Glen Manor Dr., Kernaghan & Co. Ltd., Toronto, Ontario. Toronto, Ontario. Director Max ISAACS, Occupation and 2380 St. Louis, Whereabouts Unknown. Ville St. Laurent, Montreal, Quebec. Secretary- Everett E. OTT, Chartered Secretary. Treasurer 2730 Yonge St., Toronto, Ontario. It is intended to replace Mr. ISAACS as a Director at the next Annual Meeting Of shareholders.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,000,000 shares of a par value of \$1.00 each Issued - 2,593,034 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Pursuant to an agreement dated May 1st, 1963 between the Company and the Government of Manitoba, whereby the said Government has agreed to advance to the Company by way of loans from time to time during the period commencing May 1, 1963 and ending April 1, 1965 an aggregate amount not in excess of \$240,000.00, provided any monies so advanced shall be secured by a first floating charge on assets repayable on or before May 1, 1968. In July, 1963, the Government of Manitoba advanced the Company \$50,000.00 under the aforesaid agreement. As at this date the Company has outstanding \$50,000.00 of 6% income debentures in respect to the above advance.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under an underwriting-option agreement dated February 27, 1963, Morgan Securities Limited, on its own behalf as to 30% and on behalf of Thomson, Kernaghan & Co. Limited as to 30%, Moss Lawson & Co. Limited as to 10%, Stirling-Atkins Limited as to 10%, Patrick Sheridan as to 5% and L. J. Forget & Co. as to 15%, have taken up and paid for the 100,000 shares of the Company at .30¢ per share underwritten and have exercised their option on 100,000 shares at .30¢ per share. Outstanding options under the said agreement consist of 200,000 shares at .35¢ per share exercisable before October 10, 1963 and 200,000 shares at .40¢ per share exercisable before January 10th, 1964.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only persons having a greater than 5% interest in Morgan Securities Limited are J. E. Houston, R. H. Tetlaw and H. Gibson; Thomson, Kernaghan & Co. Limited, Moss, Lawson and Co. Limited and Stirling-Atkins Limited are members of the Toronto Stock Exchange and L. J. Forget & Co. is a member of the Montreal Stock Exchange. Patrick Sheridan is a partner in the member firm of Barclay & Crawford.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue the operations of its producing gold mine at Bissett, Manitoba. The funds provided by the underwriting and option agreement and any funds that may be advanced to the Company by the Government of the Province of Manitoba will be used to augment working capital and for expanded exploration and development at the Company's producing mine.

FINANCIAL STATEMENTS

SAN ANTONIO GOLD MINES LIMITED
(No Personal Liability)

BALANCE SHEET AS AT MAY 31, 1963

ASSETS

CURRENT ASSETS

Cash on hand and in bank
Bullion on hand (net settlement value)
Account receivable under The Emergency
Gold Mining Assistance Act
Accounts receivable
Inventory of stores and supplies, valued
at the lower of cost or market
Prepaid expenses

76,333.07
72,580.41
115,929.54
6,648.21
160,251.80
31,987.39

ACCOUNTS RECEIVABLE FROM AFFILIATED COMPANIES

Forty-Four Mines Limited
The Jeep Gold Mine Limited
Portage Avenue Gold Mines Limited

717,101.78
423.78
8,478.96

INVESTMENT IN SHARES OF AFFILIATED COMPANIES - at cost
(no market value due to limited marketability)

Forty-Four Mines Limited
The Jeep Gold Mine Limited
Portage Avenue Gold Mines Limited

811,842.17
244,400.00
76,079.37

FIXED ASSETS

Mining properties - at cost
Building, machinery and equipment -
at cost
Accumulated depreciation

1,879,874.87
2,332,490.08
2,261,190.99

DEFERRED DEVELOPMENT EXPENSE
less amounts written off

1,366.15
\$4,274,596.59

LIABILITIES

CURRENT LIABILITIES

Accounts payable and accrued liabilities

127,162.46

SHAREHOLDERS' EQUITY

Capital stock -
Authorized in accordance with supplementary letters
patent dated April 10, 1963 -
5,000,000 shares of a par value of \$1.00 each

\$5,000,000.00

Issued and fully paid -
2,593,034 shares (including 200,000 shares
issued during the period for
\$60,000.00 cash)

2,453,034.00

Retained earnings

1,694,400.13
4,147,434.13

APPROVED ON BEHALF OF THE BOARD

DIRECTORS

NOTES:

1. Outstanding options under an agreement dated February 27, 1963 -
(1) 200,000 shares at 35¢ per share before October 10, 1963
(11) 200,000 shares at 40¢ per share before January 10, 1964
2. The company has leased on a royalty basis, mining properties of Forty-Four Mines Limited until January 1, 1973, with the right of renewal for a further ten years.

SAN ANTONIO GOLD MINES LIMITED
(No Personal Liability).

STATEMENT OF RETAINED EARNINGS

FOR THE FIVE MONTH PERIOD ENDED MAY 31, 1963

<u>BALANCE - DECEMBER 31, 1962</u>	1,790,296.66
Net loss for the period	<u>95,896.53</u>
<u>BALANCE - MAY 31, 1963</u>	<u>\$1,694,400.13</u>

SAN ANTONIO GOLD MINES LIMITED
(No Personal Liability)

STATEMENT OF EARNINGS

FOR THE FIVE MONTH PERIOD ENDED MAY 31, 1963

		Per ounce of gold milled 9,645.99 ounces	Per ton of ore milled 54,889 tons
<u>REVENUE</u>			
Bullion production, less marketing costs	362,577.50	37.58	6.61
Amount recoverable under The Emergency Gold Mining Assistance Act	<u>99,136.66</u>	<u>10.28</u>	<u>1.81</u>
	461,714.16	47.86	8.42
<u>EXPENDITURE</u>			
Mine development	87,809.06		
Mining	330,622.81		
Milling	115,463.63		
Royalty	1,296.00		
Administration	<u>14,713.15</u>		
	549,904.65		
Sundry income - net	<u>3,012.15</u>	<u>546,892.50</u>	<u>56.69</u>
	(85,178.34)	(8.83)	(1.55)
Depreciation on buildings, machinery and equipment	10,333.36		
Deferred development costs written off	<u>384.83</u>	<u>10,718.19</u>	<u>1.11</u>
			<u>.20</u>
<u>NET LOSS FOR THE PERIOD</u>	<u>\$ 95,896.53</u>	<u>\$ 9.94</u>	<u>\$ 1.75</u>

SAN ANTONIO GOLD MINES LIMITED
(No Personal Liability)

STATEMENT OF SOURCE AND USE OF FUNDS

FOR THE FIVE MONTH PERIOD ENDED MAY 31, 1963

	December 31, 1962	May 31, 1963	Increase (Decrease)
Current assets	451,607.14	463,730.42	12,123.28
Current liabilities	<u>94,137.93</u>	<u>127,162.46</u>	<u>(33,024.53)</u>
Working capital	\$357,469.21	\$336,567.96	(\$20,901.25)

The decrease in working capital is accounted for as follows:

FUNDS APPLIED TO

Net loss for the period	95,896.53	
Add back non-cash items		
Depreciation	10,333.36	
Development costs	<u>384.83</u>	<u>10,718.19</u>
Purchase of machinery		85,178.34
		<u>11,434.51</u>
		96,612.85

FUNDS PROVIDED FROM

Collection of receivable from affiliated company	15,711.60	
Issue of shares	<u>60,000.00</u>	<u>75,711.60</u>
<u>DECREASE IN WORKING CAPITAL</u>		<u>\$20,901.25</u>

STATEMENT OF ANY MATERIAL CHANGES IN THE ITEMS
ON THE BALANCE SHEET SINCE THE DATE OF MAY 31ST,
1963

This is to certify that there is no material change in the items on the Balance Sheet of San Antonio Gold Mines Limited, since the date of May 31st, 1963, except that the Company has received the initial advance of \$50,000.00 under the Loan Agreement with the Government of the Province of Manitoba and as security, the Company has issued a \$50,000.00, 6% Income Debenture to the said Province in respect of the loan.

ON BEHALF OF THE BOARD


Director


Director

10. Brief statement of company's chief development work during past year.	Normal development on the various levels of the mine.																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	A total of 394,800 shares of the capital stock of Company have been deposited in escrow by certain shareholders with the Canada Permanent Toronto General Trust Company, Winnipeg, Manitoba. These shares were placed in escrow by private agreement between the said shareholders and the Government of the Province of Manitoba to facilitate the agreement dated May 1st, 1963 between the Company and the Government of the Province of Manitoba. See Item 5.																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	See details given in item 13 above.																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table border="0"> <tr> <td>Rache & Company</td> <td>360 Bay St., Toronto, Ont.</td> <td>339,000</td> </tr> <tr> <td>Davidson & Company</td> <td>25 Adelaide St. W., Toronto</td> <td>117,600</td> </tr> <tr> <td>Thomson, Kernaghan & Co.</td> <td>365 Bay St., Toronto, Ont.</td> <td>116,635</td> </tr> <tr> <td>Houston & Co.</td> <td>335 Bay St., Toronto, Ont.</td> <td>92,600</td> </tr> <tr> <td>Breckenridge, McDonald & Company</td> <td>19 Richmond St. W., Toronto</td> <td>86,733</td> </tr> </table> Beneficial owners of the above shares are unknown.	Rache & Company	360 Bay St., Toronto, Ont.	339,000	Davidson & Company	25 Adelaide St. W., Toronto	117,600	Thomson, Kernaghan & Co.	365 Bay St., Toronto, Ont.	116,635	Houston & Co.	335 Bay St., Toronto, Ont.	92,600	Breckenridge, McDonald & Company	19 Richmond St. W., Toronto	86,733					
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Upon receiving proxies from large shareholders, present management expects to be able to materially effect control of the Company.																				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<u>SCHEDULE OF SHARES IN OTHER COMPANIES AS AT JUNE 26, 1963.</u> <table border="0"> <thead> <tr> <th><u>AFFILIATED COMPANIES</u></th> <th><u>NO. OF SHARES</u></th> <th><u>COST OR BOOK VALUE</u></th> <th><u>MARKET VALUE</u></th> </tr> </thead> <tbody> <tr> <td>Forty-Four Mines Limited</td> <td>2,463,538</td> <td>\$ 811,842.17</td> <td>\$1.00 (*no market value)</td> </tr> <tr> <td>The Jeep Gold Mine Limited</td> <td>1,000,000</td> <td>244,400.00</td> <td>1.00 (*no market value)</td> </tr> <tr> <td>Portage Avenue Gold Mines Limited</td> <td>585,500</td> <td>76,079.37</td> <td>1.00 (*no market value)</td> </tr> <tr> <td></td> <td></td> <td>\$1,132,321.54</td> <td>\$3.00</td> </tr> </tbody> </table> * (Due to very limited marketability)	<u>AFFILIATED COMPANIES</u>	<u>NO. OF SHARES</u>	<u>COST OR BOOK VALUE</u>	<u>MARKET VALUE</u>	Forty-Four Mines Limited	2,463,538	\$ 811,842.17	\$1.00 (*no market value)	The Jeep Gold Mine Limited	1,000,000	244,400.00	1.00 (*no market value)	Portage Avenue Gold Mines Limited	585,500	76,079.37	1.00 (*no market value)			\$1,132,321.54	\$3.00
<u>AFFILIATED COMPANIES</u>	<u>NO. OF SHARES</u>	<u>COST OR BOOK VALUE</u>	<u>MARKET VALUE</u>																		
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		\$1,132,321.54	\$3.00																		
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By agreement of lease dated as of March 8th, 1963 between the Company and Forty-Four Mines Limited, pursuant to which the Company has acquired a lease on all patented and leasold claims owned by Forty-Four Mines Limited in the Rice Lake Mining Division, Province of Manitoba, for a period of ten years and three months, commencing October 1st, 1962, and subject to renewal for a further period of ten years for a royalty payment during the period commencing October 1st, 1962, and ending December 31st, 1962, the greater of the sum of \$1,250.00 or the sum of \$1.00 per ounce of fine gold recovered from the leased property and commencing January 1st, 1963, and in each and every calendar year thereafter during the term of the said lease the greater of a royalty of \$5,000.00 or the sum \$1.00 per fine ounce of gold recovered from production, subject to a maximum payment in any one year equal to 15% of the profit derived from combined production from the leased property and from the adjoining property now operated as a mine by the Company and subject to a minimum payment of \$1,000.00 a year. The Government of the Province of Manitoba have accepted the arrangements of the aforesaid lease.																				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares are in the course of primary distribution to the public. See Item 6 above. In January and March 1963, the remaining 3,450 shares of S.K.D. Manufacturing Company Limited were sold on the open market for a net amount of \$10,769.37. No other material facts.																				

DATED July 26th, 1963

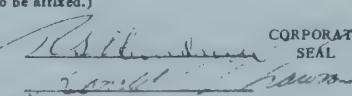
CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"R. G. Henderson"

"Donald G. Lawson"

CORPORATE SEAL



CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1099.
FILED, APRIL 30th. 1964.

SAN ANTONIO GOLD MINES LIMITED

Full corporate name of Company

Incorporated by Letters Patent under the Manitoba Companies Act, 31st, July, 1931
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1933
(Ontario) by Letters Patent dated May 1st, 1937).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 963.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and option agreement (See item 6)		
2. Head office address and any other office address.	Head Office	- Bissett, Manitoba	
	Executive Office	- Room 405, 67 Yonge Street Toronto, Ontario	
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director	Ralph G. HENDERSON 9 Bayview Wood Toronto, Ontario	Resident Partner Bache & Company Toronto, Ontario
	Vice-President and Director	Cecil A. Burns 23 Tanager Avenue Toronto, Ontario	Consulting Mining Geologist
	Director	Donald G. Lawson 18 Stratheden Rd. Toronto, Ontario	Vice-President Moss, Lawson & Co. Ltd. Toronto, Ontario
	Director	Walter W. Davison 246 Glen Manor Dr. Toronto, Ontario	Director Thomson, Kernaghan & Co. Ltd. Toronto, Ontario
	Director	Dr. Michael S. Hollenberg 170 Waverley Street Winnipeg, Manitoba	Physician & Surgeon Winnipeg, Manitoba
	Director	William C. Ringsleben Box 119 Unionville, Ontario	Consulting Geologist
	Secretary-Treasurer	Everett E. Ott 2730 Yonge Street Toronto, Ontario	Chartered Secretary
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,000,000 shares of a per value of \$1.00 each Issued - 2,593,034 shares		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Pursuant to an agreement dated May 1st, 1963 between the Company and the Government of Manitoba, whereby the said Government has agreed to advance to the Company by way of loans from time to time during the period commencing May 1, 1963 and ending April 1, 1965 an aggregate amount not in excess of \$240,000.00, provided any monies so advanced shall be secured by a first floating charge on assets repayable on or before May 1, 1968. As at April 29th, 1964 the Government of Manitoba advanced the Company \$185,000.00 under the aforesaid agreement. As at this date the Company has outstanding \$185,000.00 of 6% income debentures in respect to the above advance.		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Houston & Co. on behalf of clients, namely Morgan Securities Ltd. as to 35%, Thomson, Kernaghan & Co. Ltd. as to 30%, L. J. Forget & Co. as to 15%, Moss, Lawson & Co. Ltd. as to 10% and Sterling-Atkins Limited as to 10% have agreed to underwrite 200,000 shares at 25 cents, payable forthwith after the effective date and subject to the consent of the Government of the Province of Manitoba will be granted options on a further 200,000 shares at 30 cents for 3 months, 200,000 shares at 35 cents for 6 months.		
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or as signments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only persons having a greater than 5% interest in Morgan Securities Limited are J. E. Houston, R. H. Tetlaw and H. Gibson; Thomson, Kernaghan & Co. Limited, Moss, Lawson and Co. Limited and Sterling-Atkins Limited are members of the Toronto Stock Exchange. L. J. Forget & Co. is a member of the Montreal Stock Exchange,		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue the operations of its producing gold mine at Bissett, Manitoba. The funds provided by the underwriting and option agreement and any funds that may be advanced to the Company by the Government of the Province of Manitoba will be used to augment working capital and for expanded exploration and development at the Company's producing mine.		
10. Brief statement of company's chief development work during past year.	Normal development on the various levels of the mine with particular reference to the recently announced work on the 12th level.		

FINANCIAL STATEMENTS

SAN ANTONIO GOLD MINES LIMITED

BALANCE SHEET

As at February 29, 1964

ASSETS

Current Assets

Cash on hand and in banks	\$	54,678.73	
Bullion in Transit		81,064.19	
Amount receivable under The Emergency Gold Mine Assistance Act		128,980.38	
Accounts Receivable		6,989.17	
Inventory of stores and supplies, valued at the lower of cost or market		143,761.55	
Prepaid expenses		<u>20,937.65</u>	\$436,411.67

Accounts Receivable from Affiliated Companies

Forty-Four Mines Limited	\$	708,248.00	
The Jeep Gold Mines Limited		1,172.44	
Portage Avenue Gold Mines Limited		<u>9,741.66</u>	719,162.10

Investment in Shares of Affiliated Companies at Cost

(No Market Value due to limited marketability)			
Forty-Four Mines Limited	\$	811,842.17	
The Jeep Gold Mines Limited		244,400.00	
Portage Avenue Gold Mines Limited		<u>76,079.37</u>	1,132,321.54

Fixed Assets

Mining properties at Cost		1,879,874.87	
Building, Machinery and Equipment at Cost	\$2,369,643.89		
Accumulated depreciation	<u>2,241,372.71</u>	<u>128,271.18</u>	2,008,146.05

Deferred Development Expenses

Less amounts Written Off			<u>38,933.50</u>
			<u>\$4,334,974.86</u>

LIABILITIES

Current Liabilities

Bank loan - secured	\$	25,000.00	
Accounts Payable and accrued Liabilities		<u>127,710.21</u>	152,710.21

6% Serial Income Debentures

Due May 1, 1968			145,000.00
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Shareholders' Equity

Capital Stock			
Authorized Capital 5,000,000 shares Par \$1.00 each			
Issued as Fully Paid			
2,593,034 shares for	\$2,453,034.00		
Retained earnings	<u>1,584,230.65</u>	<u>4,037,264.65</u>	
			<u>\$4,334,974.86</u>

APPROVED ON BEHALF OF THE BOARD

Director

Director

SAN ANTONIO GOLD MINES LIMITED

STATEMENT OF SOURCE AND USE OF FUNDS

SINCE THE DATE OF THE LAST PUBLISHED BALANCE SHEET MAY 31, 1963

FROM JUNE 1, 1963 TO FEBRUARY 29, 1964

	<u>May 31</u> <u>1963</u>	<u>February 29</u> <u>1964</u>	<u>Increase or</u> <u>(Decrease)</u>
Current Assets	\$463,730.42	\$436,411.67	\$ 27,318.75
Current Liabilities	<u>127,162.46</u>	<u>152,710.21</u>	<u>25,547.75</u>
	<u>\$336,567.96</u>	<u>\$283,701.46</u>	<u>(\$ 52,866.50)</u>

Funds Applied To:

Net loss for 9 months		\$160,169.48	
Add back non-cash items			
Depreciation and Deferred			
Development cost - not a			
Cash outlay	<u>\$ 30,064.64</u>	<u>30,064.64</u>	<u>\$130,104.88</u>
Purchase of machinery		\$ 81,698.82	
Development expenses deferred		<u>42,905.26</u>	<u>124,604.08</u>
			<u>\$254,708.92</u>

Funds - Provided

Proceeds from sale of Debentures		\$145,000.00	
Sale of Power transmission line		50,000.00	
Reduction in accounts receivable			
from affiliated companies		<u>6,842.42</u>	<u>201,842.42</u>

<u>Decrease in Working Capital</u>			<u>(\$ 52,866.50)</u>
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SAN ANTONIO GOLD MINES LIMITED

STATEMENT OF EARNINGS

For the two months period ended February 29, 1964

		<u>Per fine oz. gold produced</u>	<u>Per ton of ore milled</u>
		<u>(4,328.77)</u>	<u>(21,235)</u>
<u>Revenue</u>			
Bullion Production, less Marketing Costs	\$163,098.36	\$37.67	\$ 7.68
Amount recoverable under The Emergency Gold Mining Assistance Act	<u>44,478.11</u>	<u>10.27</u>	<u>2.09</u>
	\$207,576.47	47.94	9.77
<u>Expenditures</u>			
Mine Development	\$ 39,714.21		
Mining	151,172.84		
Milling	44,564.70		
Administration	<u>6,120.52</u>		
	\$241,572.27		
Sundry Income net	<u>(2,485.38)</u>	<u>239,086.89</u>	<u>55.23</u>
	(\$ 31,510.42)	(7.29)	(1.49)
Depreciation on buildings, machinery and equipment	4,832.72		
Deferred Development Costs written off	<u>919.26</u>	<u>5,751.98</u>	<u>(1.32)</u>
			<u>(.27)</u>
Net Loss for the Period	<u>(\$ 37,262.40)</u>	<u>(\$8.61)</u>	<u>(\$1.76)</u>

On behalf of the Board
R. B. Anderson Director
W. W. Spence Director

SAN ANTONIO GOLD MINES LIMITED

STATEMENT OF SOURCE AND USE OF FUNDS

From January 1, 1964 to February 29, 1964

	February 29 1964	December 31 1963	Increase (Decrease)
Current Assets	\$436,411.67	\$471,717.63	\$35,305.96
Current Liabilities	152,710.21	190,240.29	37,530.08
	<u>\$283,701.46</u>	<u>\$281,477.34</u>	<u>\$ 2,224.12</u>

Funds Applied to

Net loss for the Period		\$ 37,262.40	
Add back Non-Cash items			
Depreciation	\$ 4,832.72		
Developments Cost	919.26	(5,751.98)	\$31,510.42
Purchase of Equipment		6,016.09	
Development Expenditures		12,292.57	18,308.66
			<u>\$49,819.08</u>

Funds - Provided

Proceeds from Sale of Debenture		\$ 45,000.00	
Reduction in Accounts Receivable from Affiliated Companies		7,043.20	52,043.20
			<u>\$ 2,224.12</u>

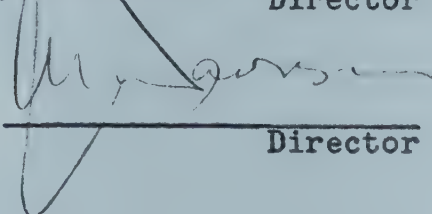
Increase in working Capital

STATEMENT OF ANY MATERIAL CHANGES IN THE ITEMS
ON THE BALANCE SHEET SINCE THE DATE OF FEBRUARY 29, 1964

This is to certify that there is no material change in the items on the Balance Sheet of San Antonio Gold Mines Limited since the date of February 29, 1964, except that the Company has received an additional \$40,000.00 under the loan agreement with the Government of the Province of Manitoba and as security the Company has issued \$40,000.00 6% Income Debentures to the said Province in respect of the loan.

ON BEHALF OF THE BOARD


Director


Director

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	A total of 394,800 shares of the capital stock of the Company have been deposited in escrow by certain shareholders with the Canada Permanent Trust Company, Winnipeg, Manitoba. These shares were placed in escrow by private agreement between the said shareholders and the Government of the Province of Manitoba to facilitate the agreement dated May 1st, 1963, between the Company and the Government of the Province of Manitoba, See Item 5.																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	See details given in item 13 above.																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Bache & Company</td><td>360 Bay St., Toronto, Ont.</td><td>318,500</td></tr><tr><td>Davidson & Company</td><td>25 Adelaide St. W., Toronto, Ont.</td><td>146,500</td></tr><tr><td>Thomson, Kernaghan & Co.</td><td>365 Bay Street, Toronto, Ont.</td><td>115,335</td></tr><tr><td>James Richardson & Sons</td><td>170 Portage Ave. E. Winnipeg, Man.</td><td>102,082</td></tr><tr><td>Breckenridge, McDonald & Company</td><td>19 Richmond St. W., Toronto, Ont.</td><td>84,000</td></tr></table> "Beneficial owners of the above shares are unknown",	Bache & Company	360 Bay St., Toronto, Ont.	318,500	Davidson & Company	25 Adelaide St. W., Toronto, Ont.	146,500	Thomson, Kernaghan & Co.	365 Bay Street, Toronto, Ont.	115,335	James Richardson & Sons	170 Portage Ave. E. Winnipeg, Man.	102,082	Breckenridge, McDonald & Company	19 Richmond St. W., Toronto, Ont.	84,000					
Bache & Company	360 Bay St., Toronto, Ont.	318,500																			
Davidson & Company	25 Adelaide St. W., Toronto, Ont.	146,500																			
Thomson, Kernaghan & Co.	365 Bay Street, Toronto, Ont.	115,335																			
James Richardson & Sons	170 Portage Ave. E. Winnipeg, Man.	102,082																			
Breckenridge, McDonald & Company	19 Richmond St. W., Toronto, Ont.	84,000																			
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Upon receiving proxies from large shareholders, present management expects to be able to materially effect control of the Company.																				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td>Affiliated Companies</td><td>No. of Shares</td><td>Cost or Book Value</td><td>Market Value</td></tr><tr><td>Forty-Four Mines Limited</td><td>2,463,538</td><td>\$ 811,842.17</td><td>\$ 1.00 *no market value</td></tr><tr><td>The Jeep Gold Mine Limited</td><td>1,000,000</td><td>244,400.00</td><td>1.00 *no market value</td></tr><tr><td>Portage Avenue Gold Mines Ltd.</td><td>585,500</td><td>76,079.37</td><td>1.00 *no market value</td></tr><tr><td></td><td></td><td>\$1,132,321.54</td><td>\$ 3.00</td></tr></table> *(Due to very limited marketability)	Affiliated Companies	No. of Shares	Cost or Book Value	Market Value	Forty-Four Mines Limited	2,463,538	\$ 811,842.17	\$ 1.00 *no market value	The Jeep Gold Mine Limited	1,000,000	244,400.00	1.00 *no market value	Portage Avenue Gold Mines Ltd.	585,500	76,079.37	1.00 *no market value			\$1,132,321.54	\$ 3.00
Affiliated Companies	No. of Shares	Cost or Book Value	Market Value																		
Forty-Four Mines Limited	2,463,538	\$ 811,842.17	\$ 1.00 *no market value																		
The Jeep Gold Mine Limited	1,000,000	244,400.00	1.00 *no market value																		
Portage Avenue Gold Mines Ltd.	585,500	76,079.37	1.00 *no market value																		
		\$1,132,321.54	\$ 3.00																		
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By agreement of lease dated as of March 8th, 1963 between the Company and Forty-Four Mines Limited, pursuant to which the Company has acquired a lease on all patented and leasehold claims owned by Forty-Four Mines Limited in the Rice Lake Mining Division, Province of Manitoba, for a period of ten years and three months, commencing October 1st, 1962, and subject to renewal for a further period of ten years for royalty payment during the period commencing October 1st, 1962, and ending December 31st, 1962, the greater of the sum of \$1,250.00 or the sum of \$1.00 per ounce of fine gold recovered from the leased property and commencing January 1st, 1963, and in each and every calendar year thereafter during the term of the said lease the greater of a royalty of \$5,000.00 or the sum of \$1.00 per fine ounce of gold recovered from production, subject to a maximum payment in any one year equal to 15% of the profit derived from combined production from the leased property and from the adjoining property now operated as a mine by the Company and subject to a minimum payment of \$1,000.00 a year. The Government of the Province of Manitoba have accepted the arrangements of the aforesaid lease.																				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Upon the underwriting agreement (item 6 above) becoming effective, the shares of the Company will be in the course of primary distribution. There are no other material facts.																				

DATED April 29th 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

SAN ANTONIO GOLD MINES LIMITED

"R.G. Henderson"

CORPORATE
SEAL

"W.W. Davison"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

HOUSTON & COMPANY

"J.E. Houston"

"H. Gibson"

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1517.
FILED, JANUARY 10th, 1967.

SAN ANTONIO GOLD MINES LIMITED

Full corporate name of Company
Incorporated by Letters Patent under the Manitoba Companies Act,
31st, July, 1931

Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1302.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Change in directors and officers as per item 3. The Company's Mine office at Bissett to be kept open. The Company's Executive office moved from Toronto to Bissett, Manitoba.
2. Head office address and any other office address.	Bissett, Manitoba. - Head office and executive office 909 Paris Building, Winnipeg, Man. - Secretary's office
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	The following Directors were elected at the Annual Meeting of Shareholders held on June 29th, 1966 and hold the offices in the Company set opposite their names, namely:- R.D.Skogsberg, Bissett, Manitoba, Oil & Mining Executive, President. V.A.Bolin, 401 Lancaster Building, Calgary, Alberta, Oil Executive-Vice-President. Kenneth S.Dixon, Q.C., 555 - Bentall Building, Calgary, Alberta, Barrister and Solicitor, Secretary. R.D.Skogland, Terrace, British Columbia, Mining & Logging Executive. Philip R. Cardell, 63 Church Street, Flin Flon, Manitoba, Automotive and Broadcasting Executive. In addition Mr. Ted Burke-Gaffney, B.Sc. of Suite 3, 812 Grosvenor Avenue, Winnipeg, Manitoba, a consulting geologist and the personnel manager at the mine, is the Treasurer of the Company but not a Director.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par Value Issued: 3093,034
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	"Pursuant to an agreement dated May 1, 1963, the Government of Manitoba advanced the Company \$240,000. As at this date the Company has outstanding \$240,000 of 6% Income Debentures in respect of the above advance. On July 14, 1966, the Government appointed a Trustee and Receiver under the provisions of the Trust Indenture Agreement. On July 29, 1966, agreement was reached between the Government of Manitoba and the Company whereby the Government agreed to accept the following terms of the \$240,000 6% Income Debenture:--Payment of \$120,000 by the Company to the Government on August 2, 1966 and the payment of \$5,000 cash each month commencing October 15th, 1966, with the full balance being due and payable by or on May 1st, 1968. The directors of the Company have further guaranteed an additional \$60,000 of the loan by pledging securities with the Government having a value in excess of \$60,000. The President of the Company has agreed to deposit 100,000 shares of San Antonio Gold Mines Limited with the Government, such shares to be held in escrow until Income Debentures are paid in full."
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	An option was granted to Messrs. Ringsleben and Burns, former President and Vice-President of the company, to purchase 50,000 treasury shares for 25 cents per share, the option to be exercised by December 31st, 1969. A copy of this option is on file with the Toronto Stock Exchange. It is not clear from the company's records that this option is still outstanding. No other options are outstanding on treasury shares of the company.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None

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9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company's mine is operating and it is intended that the mine be kept in operation. To attract and keep miners, extensive renovations have been made to the camp and the two main bunk houses at a cost of approximately \$30,000.00. In addition extensive replacement of timber in the main No. 3 shaft and in No. 3 winze has been completed. The guides for No. 3 shaft and No. 3 winze will be replaced by the end of January, 1967. The line drive under way to reach the downward extension of known ore on the 32nd level. Extensive timber and preparation of stopes is in progress and will be continued. One exploratory diamond drill is in operation. The underground crew which totalled 24 on June 30th, 1966, is 85 as of September 27th, 1966. The Company presently employs 185 persons at the mine.
10. Brief statement of company's chief development work during past year.	During the last year No. 5 winze was deepened from 4933' to 5070'. On the 31st level a cross cut was driven to reach and develop the 3193, 31-111 and 31-113 stopes. Prior to June 30th, 1966 the 2998 drift had been started and the face of the drift had been left in ore. Since that date we have continued the 2998 drift in ore and taken down the back (two lifts of approximately 8' each) and prepared the stope for mining, and we are presently mining in this stope. The 2899 drift and 1461 drift have been timbered and chutes were cut and we are now mining in these stopes.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	R. D. Skogsberg, president of the Company has deposited 100,000 shares of San Antonio Gold Mines Ltd with the Government of Manitoba, to be held in escrow until income debentures are paid in full, or until May 1st., 1968
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	R. D. Skogsberg, 444 Knowles Ave., Winnipeg, Manitoba. There are 499,000 shares registered in R. D. Skogsberg's name, however paragraph 15 explains ownership of said shares.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<u>Raymond D. Skogsberg, 605 Bentall Bldg., Calgary, Alberta, 499,000 shares, beneficial owners are, Raymond D. Skogsberg, 149,000 shares; First Western Cities Securities Limited 200,000 shares; Maverick Mines & Oils Limited 100,000 shares; Fairway Flinflon Mines Limited 50,000 shares. Addresses of the foregoing, 605 Bentall Bldg., Calgary, Alberta.</u> <u>Bache & Co. Incorporated, 36 Wall Street, New York, N. Y., 255,000 shares, beneficial owners unknown.</u> <u>James Richardson & Sons, 173 Portage Avenue, Winnipeg, 125,000 shares, beneficial owners unknown.</u> <u>Donald Leslie & Co., Toronto, Ontario, 80,000 shares, beneficial owners unknown.</u> <u>Payfair Stores, c/o Crown Trust co., 364 Main Street, Winnipeg, Manitoba, beneficial owners unknown, of the Payfair Stores 80,000 shares.</u>

FINANCIAL STATEMENTS

SAN ANTONIO GOLD MINES LIMITED

Balance Sheet

June 30, 1966

Liabilities & Shareholders Equity

Assets

Assets		Liabilities & Shareholders Equity	
Current Assets:		Current Liabilities:	
Cash in bank and on hand	242,388.00	Accounts Payable and accrued liabilities	67,667.00
Bullion on hand	100,799.00	Current Portion of long-term debt	956.00
Accounts receivable	10,767.00		68,623.00
Less Allowance for bad debts	2,500.00		
Emergency Gold Mining Assistance Act	8,267.00		
Inventories (at lower of cost or market)	132,215.00		
Prepaid Expenses	94,747.00		
	30,863.00		240,000.00
	609,279.00		
Investments in and advances to		Long-term debt:	
Subsidiary and Affiliated Companies		6% serial income debentures due May 1, 1968	
Shares-Subsidiaries-at cost		6 1/2% Mortgage load due March 1, 1979 payable in monthly instalments of \$367.00	
- Affiliates-at cost		less: Current portion of long term debt	39,069.00
Advances-Subsidiaries			956.00
- Affiliate			278,113.00
	1,056,242.00		346,736.00
	76,080.00		
	698,886.00		
	10,382.00		
	1,841,590.00		
Fixed Assets:		Shareholders' Equity	
Mining properties-at cost	1,879,875.00	Capital Stock	
Buildings, Machinery, and Equipment-at cost	2,464,786.00	Authorized 5,000,000 shares of a par value of \$1.00 each	
Less: Accumulated depreciation	2,277,959.00	Issued and fully paid-	
	186,830.00	3,093,034 shares	3,093,034.00
	2,066,705.00	Discount	510,000.00
			2,583,034.00
Deferred Costs:		Retained earnings	
Deferred development-at cost	94,331.00		1,658,492.00
Less: Amortization	23,643.00		4,241,526.00
	70,688.00		
TOTAL ASSETS	4,588,262.00	Total liabilities and shareholders' equity	4,588,262.00

Approved on behalf of the board,

Burke Gephney, Director
P. C., Director

SAN ANTONIO GOLD MINES LIMITED

(NO PERSONAL LIABILITY)

BISSETT, MANITOBA

1st December, 1966.

The Secretary,
Toronto Stock Exchange,
234 - Bay Street,
Toronto 1, Ontario.

Dear Sir,

STATEMENT OF APPLICATION OF FUNDS. JANUARY 1st to SEPTEMBER 30th 1966

SOURCE OF FUNDS:

Profitable Operations.	\$50,403
Less Charges not requiring cash outlay -	
Depreciation and Deferred Development Expenses	\$26,148
	<u>\$24,255</u>

USE OF FUNDS:

Additions to Fixed Assets.	\$10,239
Reduction of Long Term Debt	\$120,000
Reduction of Mortgage Loan	\$3,303
Development Expenses Deferred	<u>\$8,664</u>

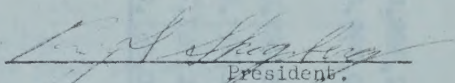
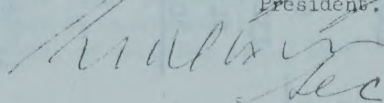
INCREASE (DECREASE) IN WORKING CAPITAL	(\$117,951)
Working Capital - Beginning of Year	<u>\$318,382</u>
Working Capital End of Period	<u>\$200,431</u>

The item "Development Expenses Deferred" (\$28,978.00) which is represented by the item "Depreciation and Deferred Development Expenses \$26,148.00" in this statement comprises expenses that were deferred by our auditors and include expenses in cross-cutting over to ore bodies and are deferred until such ore bodies are being mined.

Yours truly,

SAN ANTONIO GOLD MINES LIMITED.

per


President.

Sec

SAN ANTONIO GOLD MINES LIMITED

(NO PERSONAL LIABILITY)

BISSETT, MANITOBA

November 15th, 1966.

Mr. R. D. Skogsberg,
Mine Manager,
San Antonio Gold Mines Limited,
Bissett, Manitoba.

Progress Report on Underground Operations- San Antonio Gold Mines Limited

Dear Sir:

Following is a brief progress report covering the period July 1st - October 31st, 1966.

Development

"63" Vein:- A length of 60 feet has been driven on the 10th level. This will provide access and ventilation for the 1163 stope.

"93" Vein:- This vein has been extended for an additional 98 feet on the 31st level. The face is still in ore.

- "98" Vein:-A length of 156 feet of ore has been developed on this vein on the 29th level. Both faces are still in ore. It is now apparent that this is the same vein that was called "80" on the 26th level, giving a slope length of 710 feet between the 29th and the 26th levels.
- "105" Vein:- A short length of ore has been developed on the 4th level.
- "113" Vein:- This drift, on the 31st level, is being driven intermittently as a spare heading through a faulted section of the vein. It has 250 feet to go to an intersection 20 feet in width.
- "3301" Cross-cut:- A length of 240 feet has been driven on the 33rd level. A further 100 feet of cross-cut should intersect the "93" vein. After developing the "93" a cross-cut will be driven south-east for 300 feet to the area indicated, by diamond drill holes, to contain several wide ore zones.

Stoping

There are six stopes active at present:

- "61" Vein - Above the 14th level.
- "63" Vein - Above the 11th level.
- "97" Vein - Above the 32nd level.
- "98" Vein - Above the 30th level.
- "99" Vein - Above the 28th and 29th levels.

Four stopes are being re-activated. These had been pulled empty and must be re-filled before systematic mining can be resumed:

- "08" Vein - Above the 3rd level.
- "61" Vein - Above the 10th level.
- "93" Vein - Above the 32nd level.
- "95" Vein - Above the 29th level.

Pre-stoping

Backs are being taken down in one drift:

- "93" Vein - 31st level.

Two drifts are presently being timbered preparatory to stoping:

- "93" Vein - 29th level.
- "107" Vein - 29th level.

Raising

A box-hole is being driven from the 30th level to facilitate stoping in a flat section of the "98" Vein.

Recommendations

- (1) Present development headings should be continued. In addition a cross-cut should be driven to the north-west on the 31st or 32nd level. This is unexplored country with excellent ore potential.
- (2) A box-hole should be driven to the flat section of 2999 Stope. This would eliminate much of the present scraping.
- (3) The "93" and "111" veins on the 30th level should be timbered as soon as possible.
- (4) While a reasonable balance must be maintained between production and development, investigation of some of the more promising diamond drill hole values lying close to present workings, especially in the No. 5 Winze, should be pressed.

Reserves

Ore reserve estimate (broken and unbroken) at October 31st, 1966 is 169,112 tons. This compares with 145,693 tons at December 31st, 1965 and 102,380 tons at June 30th, 1966.

Yours respectfully,


J. C. Gibson, B.Sc.
Chief Geologist.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Upon receiving proxies from large shareholders, present management expects to be able to materially effect control of the Company.																
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><th>Affiliated</th><th>No. of Shares</th><th>Cost</th><th>Market Book Val.</th></tr><tr><td>Forty- Four Mines Ltd.</td><td>2,463,538</td><td>\$811,842.17</td><td>\$1.00</td></tr><tr><td>The Jeep Gold Mines Ltd.</td><td>1,000,000</td><td>\$244,400.00</td><td>\$1.00</td></tr><tr><td>Portage Ave. Gold Mines Ltd.</td><td>585,500</td><td>76,079.37</td><td>\$1.00</td></tr></table> * No market value due to limited marketability	Affiliated	No. of Shares	Cost	Market Book Val.	Forty- Four Mines Ltd.	2,463,538	\$811,842.17	\$1.00	The Jeep Gold Mines Ltd.	1,000,000	\$244,400.00	\$1.00	Portage Ave. Gold Mines Ltd.	585,500	76,079.37	\$1.00
Affiliated	No. of Shares	Cost	Market Book Val.														
Forty- Four Mines Ltd.	2,463,538	\$811,842.17	\$1.00														
The Jeep Gold Mines Ltd.	1,000,000	\$244,400.00	\$1.00														
Portage Ave. Gold Mines Ltd.	585,500	76,079.37	\$1.00														
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By agreement of lease dated as of March 8th, 1963 between the Company and Forty-Four Mines Ltd., pursuant to which the Company has acquired a lease on all patented and lease-hold claims owned by Forty- Four Mines Ltd. in the Rice Lake Mining Division, Province of Manitoba, for a period of 10 yrs. and three months, commencing Oct. 1st, 1962 and subject to renewal for a period commencing October 1st, 1962, and ending December 31st, 1962, the greater of the sum of \$1260.00 or the sum of \$1.00 per ounce of fine gold recovered from the leased property and commencing January 1st, 1963 and in each and every calendar year thereafter during the term of the said lease the greater of tax a royalty of \$5,000.00 or the sum of \$1.00 per fine ounce of gold recovered from production subject to a maximum payment in any one year equal to 15% of the profit derived from combined production from the leased property and from the adjoining property now operated as a mine by the Company and subject to a minimum payment of \$1,000.00 per year. The Government of the Province of Manitoba have accepted the arrangements of the aforesaid lease.																
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	San Antonio is in the process of acquiring certain uranium properties in Saskatchewan. As the Company is not registered to do business in Saskatchewan it has caused to be incorporated a Saskatchewan Company - "Skogiemines Ltd." - for the purpose of such acquisition. San Antonio proposes to hold 65% of the issued shares of Skogiemines Ltd. and proposes to interest others in the transaction to the extent of the remaining 35% of said shares. Two years are available within which to do exploration work and validate such of the properties as are acquired and San Antonio has not yet finalized any arrangements with others for participation and accordingly neither the extent of the interest or the identity of San Antonio's associates (if any) in the programme is presently determined. The location of the properties is approximately 40 miles north of Buffalo Narrows, Saskatchewan. San Antonio from its inception has engaged in outside exploration and held properties both directly and through subsidiaries. As soon as any transaction is finalized your Exchange will be advised with full particulars. There are no other material facts, and the shares of San Antonio are not in the course of primary distribution to the public.																

DATED November 15, 1966

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

R. D. Skogsberg, President
T. Burke-Gaffney, Treasurer.

CORPORATE SEAL
[Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)